

**Hearing Date and Time: July 13, 2012 at 10:00 a.m. (prevailing Eastern Time)**

**Objection Deadline: July 6, 2012 at 4:00 p.m. (prevailing Eastern Time)**

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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*Proposed Counsel for the Official*

*Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
:   
Residential Capital, LLC, et al., : Case No. 12-12020 (MG)  
:   
Debtors. : Jointly Administered  
:   
----- X

**NOTICE OF APPLICATION PURSUANT TO SECTIONS  
328 AND 1103 OF THE BANKRUPTCY CODE AND FEDERAL  
RULE OF BANKRUPTCY PROCEDURE 2014 FOR AN ORDER TO  
RETAIN AND EMPLOY KRAMER LEVIN NAFTALIS & FRANKEL LLP  
AS COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS OF THE DEBTORS, NUNC PRO TUNC, TO MAY 16, 2012**

**PLEASE TAKE NOTICE OF THE FOLLOWING:**

1. On June 27, 2012 the Official Committee of Unsecured Creditors (the “**Committee**”) of the above captioned debtors and debtors-in-possession filed the attached Application for an Order Pursuant to Sections 328 and 1103 of the Bankruptcy Code and Federal Rule of Bankruptcy Procedure 2014 for an Order to Retain and Employ Kramer Levin Naftalis & Frankel LLP as Counsel to the Official Committee of Unsecured Creditors of Residential Capital, LLC, et al., Nunc Pro Tunc, to May 16, 2012 (the “**Application**”).

2. A hearing (the “**Hearing**”) to consider the Application shall be held before the Honorable Martin Glenn, United States Bankruptcy Judge, in Room 501 of the United States Bankruptcy Court, Alexander Hamilton Custom House, One Bowling Green, New York, New York, 10004, on **July 13, 2012 at 10:00 a.m.** (prevailing Eastern time).

3. Any objections to the Application must be made in writing, filed with the Court (with a copy to Chambers) and served in accordance with the Order Under Bankruptcy Code

Sections 102(1), 105(a) and 105(d), Bankruptcy Rules 1015(c), 2002(m) and 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures entered on May 23, 2012 [Docket No. 141] (the “**Case Management Order**”), so as to be received no later than **July 6, 2012 at 4:00 p.m.** (prevailing Eastern Time) (the “**Objection Deadline**”).

4. If no objections to the entry of the Application are timely filed and served on or before the Objection Deadline, the Committee may submit to the Bankruptcy Court an order substantially in the form of the proposed order attached to the Application as **Exhibit B** (the “**Proposed Order**”).

5. A Copy of the Application can be obtained or viewed for a fee via PACER at [www.pacer.gov](http://www.pacer.gov) or (without charge) on the Debtors’ restructuring website at [www.kccllc.net/rescap](http://www.kccllc.net/rescap).

Dated: June 27, 2012  
New York, New York

KRAMER LEVIN NAFTALIS & FRANKEL LLP

/s/ Kenneth H. Eckstein  
Kenneth H. Eckstein  
Douglas H. Mannal  
1177 Avenue of the Americas  
New York, New York 10036  
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*Proposed Counsel for the Official Committee  
of Unsecured Creditors of  
Residential Capital, LLC, et al.*

**Hearing Date and Time: July 13, 2012 at 10:00 a.m. (prevailing Eastern Time)**

**Response Deadline: July 6, 2012 at 4:00 p.m. (prevailing Eastern Time)**

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*Proposed Counsel for the Official  
Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
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**APPLICATION PURSUANT TO SECTIONS 328 AND 1103 OF THE BANKRUPTCY  
CODE AND FEDERAL RULE OF BANKRUPTCY PROCEDURE 2014 FOR AN ORDER  
TO RETAIN AND EMPLOY KRAMER LEVIN NAFTALIS & FRANKEL LLP AS  
COUNSEL TO THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS OF THE  
DEBTORS, NUNC PRO TUNC, TO MAY 16, 2012**

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TO THE HONORABLE MARTIN GLENN,  
UNITED STATES BANKRUPTCY JUDGE:

The Official Committee of Unsecured Creditors (the “**Committee**”) of the above-captioned debtors and debtors-in-possession (collectively, the “**Debtors**”) hereby applies for entry of an order (the “**Application**”), pursuant to sections 328 and 1103 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”), and Rule 2014-1 of the Local Bankruptcy Rules of the Southern District of New York (the “**Local Bankruptcy Rules**”), in substantially the form attached hereto as **Exhibit B**, authorizing it to retain Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) as counsel for the Committee in connection with the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”) *nunc pro tunc* to May 16, 2012. In support of this Application, the Committee submits the Declaration of Kenneth H. Eckstein (the “**Eckstein Declaration**”), attached hereto as **Exhibit A**, and respectfully represents as follows:

#### **JURISDICTION AND VENUE**

1. This Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334. This is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(A).
2. Venue is proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The bases for the relief requested herein are sections 328 and 1102 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1.

#### **BACKGROUND**

4. On May 14, 2012 (the “**Petition Date**”), the Debtors filed voluntary petitions for relief under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their properties as debtors-in-possession pursuant to sections 1107 and 1108 of the Bankruptcy Code.

5. On May 16, 2012, the United States Trustee for the Southern District of New York (the “**United States Trustee**”), pursuant to section 1102 of the Bankruptcy Code, appointed the Committee to represent the interests of all unsecured creditors in these Chapter 11 Cases. The United States Trustee selected the following nine parties to serve as members of the Committee: (i) Wilmington Trust, N.A.; (ii) Deutsche Bank Trust Company Americas; (iii) The Bank of New York Mellon Trust Company, N.A.; (iv) MBIA Insurance Corporation; (v) Rowena L. Drennen; (vi) AIG Asset Management (U.S.), LLC; (vii) U.S. Bank National Association; (viii) Allstate Life Insurance Company; and (ix) Financial Guaranty Insurance Corporation.

6. At a meeting of the Committee held on May 16, 2012, the Committee voted to retain Kramer Levin as its counsel. Accordingly, this Application is made by the Committee for an order, pursuant to sections 328 and 1102 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, authorizing the Committee to retain Kramer Levin as its counsel, effective as of May 16, 2012.

7. On June 18, 2012, the Court directed the United States Trustee to appoint an examiner in these Chapter 11 Cases.

#### **RELIEF REQUESTED**

8. This Application is made by the Committee for an order, pursuant to sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Bankruptcy Rule 2014-1, authorizing it to retain and employ Kramer Levin as its counsel, effective as of May 16, 2012.

#### **BASIS FOR RELIEF REQUESTED**

9. The Committee has selected Kramer Levin to serve as counsel to the Committee and to perform all of the services necessary and desirable to the conduct of these Chapter 11 Cases on behalf of the Committee. The Committee selected Kramer Levin primarily

because Kramer Levin's Corporate Restructuring and Bankruptcy Department has extensive experience in the fields of bankruptcy and creditors' rights, and, in particular, has represented official creditors' committees and bondholder groups in some of the largest and most complex chapter 11 reorganization cases of recent years, including: Capmark Financial Group Inc., Motors Liquidation Company (f/k/a General Motors Corporation), Old Carco LLC (f/k/a Chrysler LLC), Hostess Brands, Inc., Smurfit-Stone Container Corporation, Cooper-Standard Automotive, Inc., ASARCO, Inc., Dana Corporation, WCI Steel, Inc., and Bethlehem Steel Corporation.

**SERVICES TO BE RENDERED**

10. Kramer Levin is expected to render such legal services as the Committee may consider desirable to discharge the Committee's responsibilities and further the interests of the Committee's constituents in these cases. In addition to acting as primary spokesman for the Committee, it is expected that Kramer Levin's services will include, without limitation, assisting, advising and representing the Committee with respect to the following matters:

- The administration of these cases and the exercise of oversight with respect to the Debtors' affairs, including all issues in connection with the Debtors, the Committee or these Chapter 11 Cases;
- The preparation on behalf of the Committee of necessary applications, motions, memoranda, orders, reports and other legal papers;
- Appearances in Court, participation in litigation as a party-in-interest, and at statutory meetings of creditors to represent the interests of the Committee;
- The negotiation and evaluation of debtor-in-possession financing and any other potential financing alternatives;
- The negotiation and evaluation of the Debtors' proposed sale of assets;
- The negotiation, formulation, drafting and confirmation of a plan or plans of reorganization or liquidation and matters related thereto;
- Investigation by the Committee concerning, among other things, the assets, liabilities, and financial condition of the Debtors, prior

transactions, and operational issues concerning the Debtors that may be relevant to these Chapter 11 Cases;

- Investigation by the Committee into the reasonableness and appropriateness of the proposed settlement by or among the Debtors, Ally Financial Inc., holders of the 9.625% junior secured notes due 2015, and certain RMBS litigation claimants.
- Communications with the Committee's constituents and others at the direction of the Committee in furtherance of its responsibilities, including, but not limited to, communications required under section 1102 of the Bankruptcy Code; and
- The performance of all of the Committee's duties and powers under the Bankruptcy Code and the Bankruptcy Rules and the performance of such other services as are in the interests of those represented by the Committee.

#### **PROFESSIONAL COMPENSATION**

11. Kramer Levin has indicated its willingness to serve as counsel to the Committee and to receive compensation and reimbursement in accordance with its standard billing practices for services rendered and expenses incurred on behalf of the Committee, in accordance with the provisions of sections 328, 330 and 331 of the Bankruptcy Code, or as otherwise ordered by the Court. Kramer Levin's billing practices and rates are summarized below and are consistent with those generally governing the firm's representation of its other clients. The hourly billing rates of Kramer Levin's partners currently range from \$675 to \$1,025, the hourly billing rates of Kramer Levin's counsel currently range from \$725 to \$1,065, the hourly billing rates of Kramer Levin's special counsel currently range from \$700 to \$780, the hourly billing rates of Kramer Levin's associates currently range from \$375 to \$765, and the hourly billing rates of Kramer Levin's legal assistants currently range from \$180 to \$310. Kramer Levin's hourly fees are comparable to those charged by attorneys of similar experience and expertise for engagements of similar scope and complexity to these Chapter 11 Cases.

12. Kramer Levin's hourly billing rates are subject to periodic adjustments to reflect economic and other conditions. Prior to any increases in the rates set forth herein, Kramer Levin shall file a supplemental declaration with the Court and give ten business days' notice to the Debtors, the United States Trustee and any official committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the client has received notice of and approved the proposed rate increase.

13. Kramer Levin's hourly billing rates for professionals are not intended to cover out-of-pocket expenses and certain elements of overhead that are typically billed separately. Accordingly, Kramer Levin regularly charges its clients for the expenses and disbursements incurred in connection with the client's case, including, inter alia, telecommunications, photocopying, postage and package delivery charges, court fees, transcript costs, travel expenses, expenses for "working meals" and computer-aided research.

#### **DISINTERESTEDNESS OF PROFESSIONALS**

14. To the best of the Committee's knowledge, except as stated in the Eckstein Declaration, (i) Kramer Levin is a "disinterested person" within the meaning of section 101(14) of the Bankruptcy Code; (ii) neither Kramer Levin nor its professionals have any connection with the Debtors, the creditors or any other party-in-interest; and (iii) Kramer Levin does not hold or represent any interest adverse to the Committee in the matters for which it is to be retained.

#### **NOTICE**

15. In accordance with the Order Under Bankruptcy Code Sections 102(1), 105(a) And 105(d), Bankruptcy Rules 1015(c), 2002(m) And 9007 and Local Bankruptcy Rule 2002-2 Establishing Certain Notice, Case Management and Administrative Procedures [Docket No. 141] (the "**Case Management Order**"), notice of this Application has been given to all

parties listed on the Monthly Service List (as defined in the Case Management Order). Because of the nature of the relief requested, the Committee submits that such notice is sufficient and that no further notice of the relief requested in the Application need be provided.

**NO PRIOR REQUEST**

16. No prior request for the relief sought herein has been made to this or any other Court.

WHEREFORE, the Committee respectfully requests that the Court enter an order, substantially in the form attached hereto as Exhibit B, (i) authorizing the Committee's retention of Kramer Levin as its counsel *nunc pro tunc* to May 16, 2012, (ii) authorizing the payment and reimbursement of Kramer Levin's fees and disbursements, subject to interim and final allowance thereof in accordance with sections 330 and 331 of the Bankruptcy Code or as otherwise ordered by the Court, and (iii) granting such other and further relief as may be just and proper.

Dated: New York, New York  
June 27, 2012

**THE OFFICIAL COMMITTEE OF  
UNSECURED CREDITORS OF RESIDENTIAL  
CAPITAL, LLC, et al.**

By: /s/ John S. Dubel  
John S. Dubel, Chief Executive Officer  
Financial Guaranty Insurance Company

Co-Chair, Official Committee of Unsecured  
Creditors of Residential Capital, LLC, et al.

**EXHIBIT A**

**Eckstein Declaration**

KRAMER LEVIN NAFTALIS & FRANKEL LLP

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New York, New York 10036

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*Proposed Counsel for the Official  
Committee of Unsecured Creditors*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	: Chapter 11
	:
Residential Capital, LLC, <u>et al.</u> ,	: Case No. 12-12020 (MG)
	:
Debtors.	: Jointly Administered
	:
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**DECLARATION OF KENNETH H. ECKSTEIN IN SUPPORT  
OF APPLICATION FOR ORDER APPROVING RETENTION OF  
KRAMER LEVIN NAFTALIS & FRANKEL LLP AS COUNSEL TO  
THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS**

Pursuant to Rule 2014(a) of the Federal Rules of Bankruptcy Procedure,  
KENNETH H. ECKSTEIN declares:

1. I am an attorney at law admitted to practice in the State of New York and a member of the law firm of Kramer Levin Naftalis & Frankel LLP ("**Kramer Levin**"), which is located at 1177 Avenue of the Americas, New York, New York 10036. I make this declaration (the "**Declaration**") in support of the application dated June 27, 2012 (the "**Application**") of the duly-appointed Official Committee of Unsecured Creditors (the "**Committee**") in the chapter 11 cases (the "**Chapter 11 Cases**") of the above captioned debtors and debtors-in-possession (collectively, the "**Debtors**") seeking entry of an order, substantially in the form attached hereto as **Exhibit B**, authorizing the retention of Kramer Levin as counsel to the Committee in compliance

with sections 328 and 1103 of chapter 11 of title 11 of the United States Code (the “**Bankruptcy Code**”) and to provide the disclosure required under Rules 2014 and 2016 of the Federal Rules of Bankruptcy Procedure (the “**Bankruptcy Rules**”) and Rules 2014-1 and 2016-1 of the Local Bankruptcy Rules for the Southern District of New York (the “**Local Bankruptcy Rules**”).

2. Unless otherwise stated in this Declaration, I have personal knowledge of the facts hereinafter set forth. To the extent that any information disclosed herein requires subsequent amendment or modification upon Kramer Levin’s completion of further analysis or as additional information regarding creditors and other parties-in-interest becomes available, one or more supplemental declarations will be submitted to the court reflecting the same.

3. In connection with this proposed retention, we obtained from the Debtors’ counsel a comprehensive list of entities (the “**Contact Parties**”) who may have contacts with the Debtors (the “**Retention Checklist**”). According to the Retention Checklist, the Contact Parties include, but are not limited to: (a) the Debtors and their subsidiaries; (b) the Debtors’ foreign subsidiaries; (c) the Debtors’ officers and directors; (d) parties to funding agreements with the Debtors; (e) the Debtors’ bondholders; (f) the Debtors’ landlords and tenants; (g) parties to litigation with the Debtors; (h) judges of the United States Bankruptcy Court for the Southern District of New York and district court judges in New York; (i) attorneys for the Office of the United States Trustee for the Southern District of New York; (j) the Debtors’ depository banks; (k) the Debtors’ consultants and professionals and professionals retained by other significant non-Debtor parties-in-interest; (l) HELOC investors in the Debtors; (m) counterparties to servicing agreements with the Debtors; (n) significant utility providers to the Debtors; and (o) the Debtors’ 50 largest unsecured creditors. A copy of the Retention Checklist is attached hereto as

Schedule 2.<sup>1</sup> Using the Retention Checklist and additional information identified by Kramer Levin, including the members of the Committee, we assembled a list of entities who may be parties-in-interest in these Chapter 11 Cases (the “**Potential Parties in Interest**”).

4. We caused the names of the Potential Parties in Interest to be input into Kramer Levin’s conflict check database to determine whether Kramer Levin has connections to such parties and, if so, whether such connections relate in any way to the proposed representation of the Committee in this case. In addition, we caused the list of the Potential Parties in Interest to be circulated by electronic mail to all Kramer Levin attorneys to determine whether any attorney has any relationship with any such party.

5. We also caused the list to be reviewed by Kramer Levin’s conflicts department, who compared the Potential Parties in Interest to the names that Kramer Levin has compiled into a master client database from its conflict check database (the “**Client Database**”). The Client Database is comprised of the names of the entities for which any attorney time charges have been billed and includes the name of each current or former client, the name of the parties who are or were related or adverse to such current or former client, and the names of the Kramer Levin personnel who are or were responsible for current or former matters for such client. It is the policy of Kramer Levin that no new matter be accepted or opened within Kramer Levin without completing and submitting to those charged with maintaining the conflict check system and adverse party index the information necessary to check each such matter for conflicts, including the identity of the prospective client, the matter, and related and adverse parties.

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<sup>1</sup> The Retention Checklist attached hereto as Schedule 2 includes those potential parties in interest provided to the Committee by Debtors’ counsel on May 17, 2012. On June 26, 2012, the Debtors filed retention applications for certain of the Debtors’ professionals and included an updated list of potential parties in interest with those retention applications. We are reviewing the updated retention checklist, will follow the procedures set forth herein with respect to additional parties not previously provided, and will file a supplemental declaration with additional disclosures if necessary.

Accordingly, the database is regularly updated for every new matter undertaken by Kramer Levin. The scope of the system is a function of the completeness and accuracy of the information submitted by the attorney opening a matter.

6. Any matches between the Client Database and the list of Potential Parties In Interest were identified in a report produced by the conflicts department (the “**Conflicts Report**”), together with the names of the respective Kramer Levin personnel responsible for current or former matters for the identified entities. Kramer Levin attorneys then reviewed these matches and deleted obvious name coincidences and individuals or entities that were adverse to Kramer Levin’s clients in both this matter and the matter referenced on the list. The remaining client connections in which Kramer Levin had represented the client within the last two years were compiled for purposes of this Declaration.

7. Based on the Conflicts Report, it appears that Kramer Levin (i) does not hold or represent an interest that is adverse to the Debtors’ estates, (ii) is a disinterested person who does not hold or represent any interest adverse to and has no connection with (subject to the disclosures set forth below) the Debtors, their creditors, the United States Trustee or any party-in-interest herein in the matters upon which Kramer Levin is to be retained, and (iii) is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code, subject to the following material disclosures as well as the disclosures set forth on Schedule 1 hereto. Unless specifically noted, fees collected from each of the parties identified herein and in Schedule 1 hereto that is a client of Kramer Levin did not comprise more than 1% of Kramer Levin’s revenue for fiscal year 2011. In addition, the descriptions of the relationships between the Potential Parties in Interests and the Debtors set forth herein are based on the descriptions contained in the Retention Checklist. Kramer Levin believes that its representation of the following parties has not

affected and will not affect its representation of the Committee in these proceedings. To the extent that Kramer Levin's representation of the following parties creates a future conflict in its representation of the Committee in these proceedings, the Committee will retain conflicts counsel to represent its interest in those instances.

- a. Kramer Levin does not and will not represent any entities other than the Committee in matters directly related to these Chapter 11 Cases.
- b. In 2009, Kramer Levin provided written and oral advice to certain of its investment fund clients ("**Investment Clients**") in connection with potential investments in loans and securities of Residential Capital, LLC ("**ResCap**") and Ally Financial Inc. ("**Ally**") based on information that was publicly available at the time. Then, at the end of 2011 and the early part of 2012, Kramer Levin updated this written and oral advice for certain of the Investment Clients. Kramer Levin provided advice to each Investment Client on an individual basis and none of the Investment Clients was aware of each other's identity. Kramer Levin did not advise or represent the Investment Clients as a group or an ad hoc committee of creditors; the Investment Clients and Kramer Levin were not privy to non-public information; Kramer Levin did not obtain any confidential information from the Investment Clients; and Kramer Levin did not participate in any negotiations with ResCap, Ally or any other creditor groups at any time, nor did Kramer Levin at any time contact ResCap, Ally or any other creditor groups on behalf of the Investment Clients. In addition, Kramer Levin did not participate in and was not aware of the settlements reached by or among ResCap, Ally, certain RMBS litigation claimants, and the holders of the 9.625% junior secured notes due 2015 (the "**Junior Secured Noteholders**") prior to the commencement of the Chapter 11 Cases.<sup>2</sup> Any Investment Client that is also a Contact Party is separately identified and discussed below.

Each of the Investment Clients has consented to our representation of the Committee, and has agreed in writing that Kramer Levin will not represent them in connection with these Chapter 11 Cases and that our prior advice will not in any way limit or constrain Kramer Levin's ability to represent, advise and advocate any position on behalf of the Committee, including in litigation adverse to the interests held by the Investment Clients (the "**Written Consent**"). In addition, the Committee has been informed by Kramer Levin of the prior representation of the Investment Clients and, based on the consents obtained and other representations from Kramer Levin with respect to the Investment Clients, does not believe that such prior advice to the Investment Clients will in any way limit or constrain

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<sup>2</sup> The amount of aggregate annual billings in connection with the advice given to all the Investment Clients in connection with potential investments in ResCap and Ally represents less than 0.1% of Kramer Levin's annual billings in each of the years advice was given.

Kramer Levin's ability to represent, advise or advocate any position on behalf of the Committee, including in litigation adverse to the interests held by the Investment Clients.

- c. AIG Asset Management (U.S.) LLC is a member of the Committee. In matters wholly unrelated to the Debtors, Kramer Levin currently represents or formerly represented American International Group or certain of its affiliates (collectively, "**AIG**") in connection with certain corporate, litigation, real estate tax, and insurance matters. Kramer Levin believes that its representation of AIG has not and will not affect its representation of the Committee in these proceedings.
- d. Bank of America, N.A. is identified on the Retention Checklist as (i) a depository bank and (ii) a counterparty to a servicing agreement with the Debtors. In addition, certain Banc of America Funding Trusts and other related entities are identified on the Retention Checklist as counterparties to servicing agreements with the Debtors. Merrill Lynch Safekeeping is also identified on the Retention Checklist as a bondholder, and Merrill Lynch-affiliated entities are identified on the Retention Checklist as counterparties to servicing agreements with the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents or formerly represented Bank of America or certain of its affiliates (collectively, "**Bank of America**") in connection with litigation, real estate, corporate and litigation matters and as agent or participant in various bank groups. Kramer Levin believes that its representation of Bank of America has not and will not affect its representation of the Committee in these proceedings.
- e. The Bank of New York Mellon Trust Company N.A is a member of the Committee. In addition, Bank of New York Mellon Trust and certain affiliated entities are identified on the Retention Checklist as (i) a bondholder, (ii) a depository bank, (iii) a HELOC investor, (iv) counterparties to servicing agreements with the Debtors, in their capacities as trustees and (v) a top 50 creditor. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Bank of New York Mellon and certain of its affiliates (collectively, "**BNY Mellon**") with respect to certain corporate finance projects and in BNY Mellon's capacity as an agent or participant in various bank groups. Kramer Levin also represents BNY Mellon, as indenture trustee (i) in connection with certain municipal revenue bonds guaranteed by AMR Corporation and American Airlines, Inc. and (ii) in connection with municipal bonds that were issued by Main Street Natural Gas, Inc. Additionally, BNY Midwest Trust Company previously served as a member of the official committee of unsecured creditors of Dura Automotive Systems, Inc. and Magna Entertainment Corporation and Kramer Levin formerly represented these committees. Kramer Levin believes that its representation of BNY Mellon has not and will not affect its representation of the Committee in these proceedings.
- f. Barclays Bank is identified on the Retention Checklist as a party to a funding agreement and consultant and professional retained by either the Debtors or other significant non-debtor parties-in-interest. Barclays Capital – London is listed as a

bondholder. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Barclays Bank or certain of its affiliates (collectively, "**Barclays Bank**") in corporate and employment litigation matters. In matters wholly unrelated to the Debtors, Kramer Levin currently represents or formerly represented Barclays Capital or certain of its affiliates (collectively, "**Barclays Capital**") in bankruptcy and employment litigation matters. Kramer Levin believes that its representation of Barclays Bank or Barclays Capital has not and will not affect its representation of the Committee in these proceedings.

- g. Berkshire Hathaway, Inc. ("**Berkshire Hathaway**") is identified on the Retention Checklist as a bondholder. In addition, Berkshire Hathaway has publicly disclosed in these Chapter 11 Cases its interest in acquiring certain of the Debtors' assets. Ted Weschler is an investment manager at Berkshire Hathaway. [Docket No. 287]. Kramer Levin does not represent Berkshire Hathaway or Mr. Weschler. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin represents the official committee of equity security holders in the chapter 11 bankruptcy case of W.R. Grace & Co. (the "**W.R. Grace Equity Committee**"), on which Mr. Weschler serves as a member and chair. Kramer Levin believes that its representation of the W.R. Grace Equity Committee has not and will not affect its representation of the Committee in these proceedings.
- h. Citibank, N.A. and various Citigroup entities are identified on the Retention Checklist as (i) a party to a funding agreement, (ii) bondholders, (iii) a depository bank and (iv) counterparties to servicing agreements with the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Citibank or certain of its affiliates (collectively, "**Citibank**") with respect to various bankruptcy, corporate, litigation, tax, land use, intellectual property and ERISA matters. Kramer Levin also uses Citibank, N.A. as its principal commercial bank. Kramer Levin believes that its representation of and commercial relationship with Citibank has not and will not affect its representation of the Committee in these proceedings.
- i. Credit Suisse Securities (USA) LLC is identified on the Retention Checklist as a bondholder and Credit Suisse First Boston Mortgage Securities Corp. and First Boston Corporation are identified on the Retention Checklist as counterparties to servicing agreements with the Debtors. Credit Suisse was formerly an Investment Client; however, it has terminated our engagement in connection with advice on ResCap and provided a Written Consent. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Credit Suisse or certain of its affiliates (collectively, "**Credit Suisse**") in bankruptcy, employment, real estate, corporate and litigation matters. Kramer Levin believes that its representation of Credit Suisse has not and will not affect its representation of the Committee in these proceedings.
- j. Deutsche Bank Trust Company Americas is a member of the Committee. In addition, Deutsche Bank Trust Company Americas and certain affiliated entities are

identified on the Retention Checklist as (i) a party to a funding agreement, (ii) a depository bank, (iii) a bondholder, (iv) a party to litigation with the Debtors, (v) a HELOC investor, (vi) counterparties to servicing agreements with the Debtors, in their capacities as trustees, and (v) top 50 creditors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents and has formerly represented Deutsche Bank or certain of its affiliates (collectively, “**Deutsche Bank**”) in various litigation, corporate, and finance matters, and as agent or participant in various bank groups or as a trust beneficiary. Deutsche Bank currently serves as a member of the official committee of unsecured creditors of AES Eastern Energy, L.P. and Kramer Levin serves as counsel to this committee. Kramer Levin believes that its representation of Deutsche Bank has not and will not affect its representation of the Committee in these proceedings.

- k. Deloitte & Touche is identified on the Retention Checklist as a consultant and professional retained by either the Debtors or other significant non-debtor parties-in-interest. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents and has formerly represented Deloitte and Touche and certain of its affiliates (collectively, “**Deloitte**”) in corporate, bankruptcy, and litigation engagements. Further, Deloitte & Touche provides certain audit and consulting services to Kramer Levin on a continuing basis. Kramer Levin believes that its representation of and commercial relationship with Deloitte has not and will not affect its representation of the Committee in these proceedings. Fees collected from Deloitte comprised approximately 3.2% of Kramer Levin’s revenues for fiscal year 2011.
- l. Fortress Investment Group, LLC is identified on the Retention Checklist as a consultant and professional retained by either the Debtors or other significant non-debtor parties-in-interest. In addition, Fortress Credit Corp. is identified on the Retention Checklist as a counterparty to a servicing agreement with the Debtors. As disclosed in the Debtors’ motion authorizing and approving sale procedures, a majority of Nationstar (one of the proposed stalking horse bidders) is owned by investment funds managed by affiliates of Fortress Investment Group, LLC. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Fortress or certain of its affiliates (collectively, “**Fortress**”) in corporate, bankruptcy, real estate, and financing/derivatives engagements. Kramer Levin does not represent Nationstar and does not represent Fortress in connection with its interest in Nationstar. Kramer Levin believes that its representation of Fortress has not and will not affect its representation of the Committee in these proceedings.
- m. Goldman Sachs and certain affiliated entities are identified on the Retention Checklist as (i) bondholders and (ii) a counterparty to a servicing agreement with the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Goldman Sachs or certain of its affiliates (collectively “**Goldman Sachs**”) in various litigation, immigration or bankruptcy engagements. Goldman Sachs was formerly an Investment Client; however, it has terminated our engagement in connection with advice on ResCap

and provided a Written Consent. Kramer Levin believes that its representation of Goldman Sachs has not and will not affect its representation of the Committee in these proceedings.

- n. JPMorgan Chase Bank, N.A. and certain affiliated entities are identified on the Retention Checklist as (i) bondholders, (ii) a depository bank, (iii) a HELOC investor, and (iv) a counterparty to a servicing agreement with the Debtors, in its capacity as trustee. In addition, Bear Stearns Asset Backed Securities I, LLC, Bear Stearns Mortgage Capital Corporation, Bear Stearns Second Lien Trust 2007-1 and Bear Stearns Second Lien Trust 2007-SV1 are identified on the Retention Checklist as counterparties to servicing agreements with the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented JPMorgan or certain of its affiliates (collectively, “**JPMorgan**”) in various matters. Kramer Levin has represented JPMorgan and its subsidiaries, including Bear Stearns & Co. Inc. and Bear Stearns Asset Management, in corporate, intellectual property, and bankruptcy matters unrelated to these Chapter 11 Cases. Kramer Levin has represented or currently represents the independent directors of certain funds that are managed or sponsored by JPMorgan. Kramer Levin also represents JPMorgan as an agent or participant in various bank groups or as a trust beneficiary. In addition, First Chicago Leasing Corp. (as an affiliate of JPMorgan) currently serves on the official committee of unsecured creditors of AES Eastern Energy, L.P. and Kramer Levin serves as counsel to this committee. In addition, JPMorgan previously served on the official committee of unsecured creditor of Capmark Financial Group, Inc. and Kramer Levin formerly represented this committee. Kramer Levin believes that its representation of JPMorgan, Bear Stearns and its subsidiaries has not affected and will not affect its representation of the Committee in these Chapter 11 Cases. Fees collected from JPMorgan/Bear comprised approximately 2.4% of Kramer Levin’s revenues for fiscal year 2011.
- o. Lehman Brothers Holdings, Inc. and certain affiliated entities are identified on the Retention Checklist as (i) counterparties to servicing agreements with the Debtors and (ii) a top 50 creditor. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Lehman Brothers Holdings, Inc. and certain of its affiliates (collectively, “**Lehman**”) in employment, employee-benefits, real-estate, land use and litigation matters. Kramer Levin also represents The Bank of New York Mellon Trust Company, N.A. as indenture trustee in connection with municipal bonds that were issued by Main Street Natural Gas, Inc. (“**Main Street**”). Main Street has contractual claims against Lehman Brothers Holdings Inc. (“**LBHI**”) and Lehman Brothers Commodity Services, Inc. Kramer Levin also represents the bankruptcy trustees of Lehman Brothers Treasury Co. B.V., the bankruptcy trustees of Lehman Brothers Securities N.V. and the liquidators appointed to oversee the liquidation proceedings of Lehman Brothers Asia Pacific (Singapore) Pte. Ltd. and certain of its affiliates in connection with each of their claims against LBHI and its affiliated debtors. Kramer Levin believes that its representation of Lehman has not and will not affect its representation of the Committee in these proceedings.

- p. Lone Star U.S. Acquisitions, LLC ("**Lone Star**") has publicly disclosed in these Chapter 11 Cases its interest in acquiring certain of the Debtors' assets. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin previously gave discrete real estate advice to an affiliate of Lone Star. Kramer Levin believes that its former representation of an affiliate of Lone Star has not and will not affect its representation of the Committee in these proceedings.
- q. Morgan Stanley and certain affiliated entities are identified on the Retention Checklist as (i) bondholders and (ii) parties to servicing agreements with the Debtors. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Morgan Stanley or certain of its affiliates (collectively "**Morgan Stanley**") in various litigation, corporate, and bankruptcy matters, and as agent or participant in various bank groups or as a trust beneficiary. Kramer Levin believes that its representation of Morgan Stanley has not and will not affect its representation of the Committee in these proceedings. Fees collected from Morgan Stanley entities comprised approximately 1.3% of Kramer Levin's revenues for fiscal 2011.
- r. Ocwen Federal Bank FSB, Ocwen Loan Servicing, LLC and Saxon Mortgage Funding Corporation are each identified on the Retention Checklist as counterparties to servicing agreements with the Debtors. Kramer Levin previously represented Ocwen Financial Corp. ("**Ocwen**") in connection with the acquisition of the assets of Saxon Mortgage Services, Inc. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents Ocwen in general corporate matters. Kramer Levin believes that its representation of Ocwen has not and will not affect its ability to represent the Committee in these proceedings.
- s. U.S. Bank N.A. ("**U.S. Bank**") is a member of the Committee. In addition, U.S. Bank is identified on the Retention Checklist as a counterparty to a servicing agreement with the Debtors, in its capacity as trustee. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents U.S. Bank in bankruptcy matters. In addition, U.S. Bank previously served as a member of the official committee of unsecured creditors of Cooper-Standard Automotive, Inc. and Dura Automotive Systems, Inc., and Kramer Levin formerly represented these committees. Kramer Levin believes that its representation of U.S. Bank has not and will not affect its representation of the Committee in these proceedings.
- t. Wells Fargo Bank, N.A. and certain affiliated entities are identified on the Retention Checklist as (i) a party to a funding agreement, (ii) HELOC investor, (iii) trustee for certain of the Debtors' debt facilities and (iv) a top 50 creditor. In matters wholly unrelated to these Chapter 11 Cases, Kramer Levin currently represents or formerly represented Wells Fargo or certain of its affiliates (collectively, "**Wells Fargo**") with respect to certain real estate, employment and bankruptcy matters. In addition, Wells Fargo currently serves as a member of the official committee of unsecured creditors of Evergreen Solar, Inc. and Kramer Levin serves as counsel to this committee. Kramer Levin believes that its

representation of Wells Fargo has not and will not affect its representation of the Committee in these proceedings.

- u. Wilmington Trust N.A. ("**Wilmington Trust**") is a member of the Committee. In addition, Wilmington Trust Company is identified on the Retention Checklist as a counterparty to a servicing agreement with the Debtors, in its capacity as trustee. Kramer Levin currently represents Wilmington Trust as the indenture trustee in a matter wholly unrelated to these Chapter 11 Cases. In addition, Wilmington Trust previously served as members of the official committee of unsecured creditors of Capmark Financial Group, Inc., General Motors Corporation (n/k/a Motors Liquidation Company), Smurfit-Stone Container Corp., Cooper-Standard Automotive, Inc. and Dana Corporation and Kramer Levin formerly represented these committees. Kramer Levin believes that its representation of Wilmington Trust has not and will not affect its representation of the Committee in these proceedings.
- v. As part of Kramer Levin's corporate restructuring and bankruptcy practice, Kramer Levin represents agent banks, bank groups, shareholder groups, bondholder groups and creditors' committees in connection with restructuring, bankruptcy and corporate matters unrelated to these Chapter 11 Cases. Such groups may include one or more parties listed in the Retention Checklist or other parties-in-interest that are creditors of or otherwise connected with the Debtors. The Debtors have numerous creditors and other parties-in-interest. Kramer Levin may have in the past represented, and may presently or in the future represent or be deemed adverse to, creditors or parties-in-interest in addition to those specifically disclosed herein in matters unrelated to these Chapter 11 Cases. Kramer Levin believes that its representation of such creditors or other parties in such other matters has not affected and will not affect its representation of the Committee in these proceedings.
- w. Kramer Levin's corporate restructuring and bankruptcy practice also involves representing holders of debt and equity securities issued by financially distressed businesses and buyers and sellers of distressed debt and securities. One or more clients of the firm may now own or later purchase secured or unsecured claims against the Debtors. Kramer Levin believes that its representation of such parties in matters unrelated to these Chapter 11 Cases will have no effect on its representation of the Committee in these proceedings.
- x. In addition to its corporate restructuring and bankruptcy practice, Kramer Levin is a full service law firm with active real estate, intellectual property, corporate and litigation practices. Kramer Levin appears in cases, proceedings and transactions involving many different attorneys, accountants, financial consultants and investment bankers, some of whom now or may in the future represent claimants or parties-in-interest in this case.

8. To the extent an issue arises in connection with any clients that, in the view of Kramer Levin, could give rise to an actual or potential conflict, the Committee will retain conflicts counsel to address such issue.

9. To the extent any employee of Kramer Levin has a relationship that, in the view of Kramer Levin, could give rise to an actual or potential conflict, an ethical screen will be put in place to ensure that such employee does not have access to information related to Kramer Levin's representation of the Committee.

10. I have advised the Committee of Kramer Levin's willingness to serve as its general bankruptcy counsel and to accept compensation and reimbursement of expenses in accordance with its standard billing practices subject to this Court's approval in accordance with the Bankruptcy Code, the Bankruptcy Rules and the Local Bankruptcy Rules and orders of the Court.

11. Kramer Levin's hourly rates as charged to bankruptcy and nonbankruptcy clients are as follows:

Partners	\$675 - \$1,025
Counsel	\$725 - \$1,065
Special Counsel	\$700 - \$780
Associates	\$375 - \$765
Legal Assistants	\$180 - \$310

12. Kramer Levin's hourly billing rates are subject to periodic adjustments to reflect economic and other conditions. Kramer Levin regularly charges its clients for expenses incurred by it in connection with representation of a client in a given matter. Such expenses include, without limitation, travel costs, telecommunications, express or overnight mail, messenger service, photocopying costs, document processing, overtime meals, Lexis, Westlaw and other computer research related expenses, court fees, transcript costs and, in general, all identifiable expenses that would not have been incurred except for representation of a particular

client. Kramer Levin will abide by the rules and regulations relating to such matters which have been adopted by this Court and by the Office of the United States Trustee.

13. No agreement exists, nor will any be made, to share any compensation received by Kramer Levin for its services on behalf of the Committee with any other person or firm.

14. In conclusion, insofar as I have been able to ascertain and subject to the disclosures herein contained, neither Kramer Levin nor any member, counsel or associate thereof, represents any interest adverse to the Debtors herein, or their estates, in the matters upon which Kramer Levin is to be engaged. Accordingly, I believe Kramer Levin is a “disinterested person” within the meaning of section 101(14) of the Bankruptcy Code.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: New York, New York  
June 27, 2012

/s/ Kenneth H. Eckstein  
Kenneth H. Eckstein

**SCHEDULE 1**

**Kramer Levin Disclosures**

**SCHEDULE OF POTENTIAL PARTIES IN INTEREST THAT KRAMER LEVIN  
NAFTALIS & FRANKEL LLP CURRENTLY REPRESENTS AND/OR HAS FORMERLY REPRESENTED<sup>1</sup>**

<b><u>Interested Party</u></b>	<b><u>Relationship to Debtors</u></b>	<b><u>Description of Relationship</u></b>
Amalgamated Bank of New York	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Arbor Commercial Mortgage, LLC	Other Counterparties to Servicing Agreements	Kramer Levin has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
AT&T Mobility	Utilities	Kramer Levin served as an arbitrator in a dispute involving AT&T Mobility in a matter unrelated to the Debtors' chapter 11 cases.
Bayrock Mortgage Corporation	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Blackrock Global Investors	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Brookfield Real Estate Opportunity Fund	Landlords and Tenants	Kramer Levin represents or has represented related affiliates of the interested party in matters unrelated to the Debtors' chapter 11 cases.
Canyon Balanced Master Fund, Ltd. Canyon Distressed Opportunity Master Fund, L.P. Canyon Distressed Opportunity Investing Fund, L.P. The Canyon Value Realization Master Fund, L.P. Canyon Value Realization Fund, L.P.	Ad Hoc Group of Unsecured Noteholders	Kramer Levin represents or has represented related affiliates of the interested party in matters unrelated to the Debtors' chapter 11 cases.
CDC Mortgage Capital Inc. (Natixis)	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented related affiliates of the interested party in matters unrelated to the Debtors' chapter 11 cases.
Comcast	Utilities	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

<sup>1</sup> Kramer Levin believes that its representation of the Potential Parties in Interest listed herein has not and will not affect its representation of the Committee in the Debtors' chapter 11 proceedings.

<u>Interested Party</u>	<u>Relationship to Debtors</u>	<u>Description of Relationship</u>
Drawbridge Consumer Funding, Ltd.	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Evercore	Consultant and Professional	Kramer Levin represents or has represented related affiliates of the interested party in matters unrelated to the Debtors' chapter 11 cases.
Fidelity Savings and Loan	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Fleet National Bank	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Franklin Credit and Franklin Credit Management Corporation	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
GE Capital Consumer Card Co.	Other Counterparties to Servicing Agreements	Kramer Levin previously acted as an expert on foreign law matters on behalf of an affiliate of the interested party in matters unrelated to the Debtors' chapter 11 cases.
HSBC Bank USA, National Association	Trustee Counterparty to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
ING Bank, FSB	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
King Street Capital, L.P. King Street Capital Master Fund, Ltd.	Ad Hoc Group of Unsecured Noteholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases. King Street Capital was formerly an Investment Client, however, it has terminated our engagement in connection with advice on ResCap and provided a Written Consent.

<b><u>Interested Party</u></b>	<b><u>Relationship to Debtors</u></b>	<b><u>Description of Relationship</u></b>
Lonestar Partners, L.P. <sup>2</sup>	Ad Hoc Group of Unsecured Noteholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Macquarie Mortgages, USA, Inc.	Other Counterparties to Servicing Agreements	Kramer Levin has represented an affiliate of the interested party in matters unrelated to the Debtors' chapter 11 cases.
Massachusetts Mutual Life Insurance Company	Parties to Litigation	Kramer Levin represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Metropolitan Life Insurance Company	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
New York Life Insurance Company	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Oetken, J. Paul	District Court Judge (New York)	From 2004 through July 2011, Judge Oetken was associate general counsel of Cablevision Systems Corporation. Kramer Levin represents Cablevision Systems Corporation in matters unrelated to the Debtors.
Oppenheimer & Co., Inc.	Bondholders	Kramer Levin has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
P. Schoenfeld Asset Management	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Pershing LLC	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
PNC Mortgage Securities Corp.	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
PricewaterhouseCoopers	Consultants & Professionals	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
RBC Capital Markets, LLC	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.

<sup>2</sup> To clarify, Lonestar Partners, L.P., a member of the ad hoc group of unsecured noteholders, is a separate entity from Lone Star U.S. Acquisitions, LLC, an entity that has publicly disclosed its interest in acquiring certain of the Debtors' assets in these Chapter 11 Cases.

<u>Interested Party</u>	<u>Relationship to Debtors</u>	<u>Description of Relationship</u>
RBS Citizens, National Association	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Redwood Master Fund, LTD	Ad Hoc Group of Unsecured Bondholders	Kramer Levin represents or has represented related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Roosevelt Management Company, LLC	Other Counterparties to Servicing Agreements	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Rubenstein Associates, Inc.	Consultants & Professionals	Kramer Levin represents an affiliate of the interested party in matters unrelated to the Debtors' chapter 11 cases.
Silver Point Capital, L.P.	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Sprint	Utilities	Kramer Levin formerly represented the interested party and related affiliates in matters unrelated to the Debtors' chapter 11 cases.
State Street Bank and Trust Company	Depository Banks	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Taconic Capital Advisors, L.P.	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases. Taconic was formerly an Investment Client, however, it has terminated our engagement in connection with advice on ResCap and provided a Written Consent.
Teachers Insurance and Annuity Association of America c/o Northmarq RES	Landlords and Tenants	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
Time Warner Cable	Utilities	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
UBS Financial Services LLC	Bondholders	Kramer Levin represents or has represented the interested party or related affiliates in matters unrelated to the Debtors' chapter 11 cases.
UBS Securities LLC	Bondholders	
UBS Warburg LLC	Other Counterparties to Servicing Agreements	

**SCHEDULE 2**

**Retention Checklist**

**RESIDENTIAL CAPITAL, LLC ET AL.**  
**Case No. 12-12020 (MG)**

**RETENTION CHECKLIST**

**Debtors and Subsidiaries**

ditech, LLC  
DOA Holding Properties, LLC  
DOA Properties IX (Lots-Other), LLC  
EPRE LLC  
Equity Investment I, LLC  
ETS of Virginia, Inc.  
ETS of Washington, Inc.  
Executive Trustee Services LLC  
GMAC – RFC Holding Company, LLC  
GMAC Model Home Finance I, LLC  
GMAC Mortgage USA Corporation  
GMAC Mortgage, LLC  
GMAC Residential Holding Company, LLC  
GMAC RH Settlement Service, LLC  
GMACM Borrower LLC  
GMACM REO LLC  
GMACR Mortgage Products, LLC  
HFN REO SUB II, LLC  
Home Connects Lending Services, LLC  
Homecomings Financial Real Estate Holdings, LLC  
Homecomings Financial, LLC  
Ladue Associates, Inc.  
Passive Asset Transactions, LLC  
PATI A, LLC  
PATI B, LLC  
PATI Real Estate Holdings, LLC  
RAHI A, LLC  
RAHI B, LLC  
RAHI Real Estate Holdings, LLC  
RCSFJV2004, LLC  
Residential Accredit Loans, Inc.  
Residential Asset Mortgage Products, Inc.  
Residential Asset Securities Corporation  
Residential Capital, LLC  
Residential Consumer Services of Alabama, LLC  
Residential Consumer Services of Ohio, LLC  
Residential Consumer Services of Texas, LLC  
Residential Consumer Services, LLC  
Residential Funding Company, LLC  
Residential Funding Mortgage Exchange, LLC  
Residential Funding Mortgage Securities I, Inc.  
Residential Funding Mortgage Securities II, Inc.  
Residential Funding Real Estate Holdings, LLC  
Residential Mortgage Real Estate Holdings, LLC  
RFC – GSAP Servicer Advance, LLC  
RFC Asset Holdings II, LLC  
RFC Asset Management, LLC  
RFC Borrower LLC  
RFC Construction Funding, LLC  
RFC REO LLC  
RFC SFJV-2002, LLC

**Foreign Subsidiaries**

Canada Mortgage Acceptance Corporation  
Foreign Obligation Exchange, Inc. 2003-H12  
Foreign Obligation Exchange, Inc. 2003-H14  
Foreign Obligation Exchange, Inc. 2004-H11  
Foreign Obligation Export, Inc.  
GMAC Financiera S.A. de C.V. Sociedad  
Financiera de Objeto Multiple  
GMAC Residential Funding of Canada Limited  
GMAC-RFC (No. 2) Limited  
GMAC-RFC Auritec, S.A.  
GMAC-RFC Direct Limited  
GMAC-RFC Espana Hipotecas SL  
GMAC-RFC Europe Limited  
GMAC-RFC Holdings Limited  
GMAC-RFC Property Finance Limited  
High Street Home Loans Limited  
MCA Finance Limited  
National Guarantee plc  
Private Label Group Limited  
Private Label Mortgage Services Limited

**Officers and Directors**

Abreu, Steven M.  
Aretakis, James  
Dondzila, Catherine M.  
Fleming, Patrick  
Hamzehpour, Tammy  
Harney, Anthony J.  
Hills, Garry  
Horner, Jill M.  
III, Edward F. Smith,  
Ilany, Jonathan  
Mack, John E.  
Marano, Thomas  
Meyer, Darsi  
Nees, Louis A.  
Pensabene, Joseph A.  
Riddle, Mindy  
Strauss, Thomas M.  
Tyson, William N.  
West, Pamela E.  
Whitlinger, James  
Wilkinson, Winston Carlos

**Parties to Funding Agreements**

Ally Financial Inc (f/k/a GMAC Inc.)  
Barclays Bank PLC  
Citibank, N.A.  
Wells Fargo Bank, N.A.  
BMMZ Holdings LLC  
US Bank National Association  
Deutsche Bank Trust Company Americas

**Bondholders**

AllianceBernstein Advisors  
American Enterprise Investment Services Inc.  
Appaloosa Management L.P.  
Bank of New York Mellon, (The)/Barclays Capital -  
London  
Bank of Nova Scotia/CDS  
BARC/FIXED  
Barclays Capital Inc. /LE  
Berkshire Hathaway Inc.  
BlackRock Global Investors  
Charles Schwab & Co., Inc.  
CITIBK/GRP  
Citigroup Global Markets Inc.  
Citigroup Global Markets Inc. /Salomon Brothers  
Credit Suisse Securities (USA) LLC  
David Lerner Associates, Inc.  
Deutsche Bank Securities, Inc.  
E\*Trade Clearing LLC  
Edward D. Jones & Co.  
First Clearing, LLC  
First Southwest Company  
Goldman Sachs International  
Goldman, Sachs & Co.  
Interactive Brokers Retail Equity Clearing  
J.P. Morgan Clearing Corp.  
J.P. Morgan Securities LLC  
Janney Montgomery Scott Inc.  
Loomis Sayles & Company  
LPL Financial Corporation  
Merrill Lynch Safekeeping  
Morgan Stanley & Co. LLC  
Morgan Stanley Smith Barney LLC  
National Financial Services LLC  
Oppenheimer & Co. Inc.  
OptionXpress, Inc  
P. Schoenfeld Asset Management  
Paulson & Co. Inc.  
Penson Financial Services, Inc./Ridge.  
Pershing LLC  
Pentwater Capital Management  
Putnam Investment Management  
Raymond, James & Associates, Inc.  
RBC Capital Markets, LLC  
Scottrade, Inc.  
Security Investors LLC  
Silver Point Capital, L.P.  
Stifel, Nicolaus & Company Incorporated  
Taconic Capital Advisors, L.P.  
TD Ameritrade Clearing, Inc.  
Timber Hill LLC  
UBS Financial Services LLC  
UBS Securities LLC  
Vanguard Marketing Corporation  
Western Asset Management Company

**Landlords and Tenants**

2155 Northpark Lane LLC  
2255 Partners, L.P. c/o M. David Paul Development

LLC  
Avenel Realty Company d / b / a Avenel at  
Montgomery Square  
Brandywine Cityplace LP  
BREOF Convergence LP c/o Brookfield Real Estate  
Opportunity Fund  
Business Suites (Texas) LTD  
Center Township of Marion County  
Del Amo Financial Center, LP  
DRA CLP Esplanade LP c/o Colonial Properties  
Services Ltd Partnership  
Euclid Plaza Associates, LLC  
GBM Properties, LLC  
Homeowners Alliance  
Liberty Property Limited Partnership  
National Default Servicing, LLC  
New Towne Center Inc.  
PBC San Jose, LLC  
PBC Walnut Creek, LLC  
Realty World - Graham/Grubbs and Associates  
Regus Management Group LLC  
Teachers Insurance and Annuity Association of  
America c/o Northmarq RES  
The Irvine Company LLC  
The Office Annex, Inc.  
Veridian Credit Union f/k/a John Deere Community  
Credit Union  
W.E.G., Jr., Inc. d / b / a Highland-March Beverly  
Suites

**Parties to Litigation**

Acacia Life Insurance Company  
Allstate Bank (f/k/a Allstate Federal Savings Bank)  
Allstate Insurance Company  
Allstate Life Insurance Company  
Allstate Life Insurance Company of New York,  
Allstate Retirement Plan  
Allstate New Jersey Insurance Company  
American Heritage Life Insurance Company  
Ameritas Life Insurance Corp.  
Boilermaker Blacksmith National Pension Trust  
Brown County, Ohio  
Cambridge Place Investment Management Inc.  
Church-Dellinger, Victoria Jean  
Columbus Life Insurance Company  
Deutsche Zentral-genossenschaftsbank, New York  
Branch, d/b/a DZ Bank AG, New York Branch  
DG Holding Trust  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Home Loan Mortgage Corporation  
Federal Housing Finance Agency  
Financial Guaranty Insurance Company  
First Colonial Insurance Company  
Fort Washington Active Fixed Income LLC  
Fort Washington Investment Advisors, Inc.  
HSH Nordbank AG  
HSH Nordbank AG, Luxembourg Branch

HSH Nordbank AG, New York Branch  
HSH Nordbank Securities S.A.  
Huntington Bancshares Inc.  
IKB Deutsche Industriebank AG  
IKB International S.A. (in Liquidation)  
Integrity Life Insurance Company  
Kennett Capital, Inc.  
Kral, Kenneth L.  
Laster, Martael  
Massachusetts Mutual Life Insurance Company  
MBIA Insurance Corporation  
Mitchell, Ruth  
Mitchell, Steven  
National Credit Union Administration Board  
National Integrity Life Insurance Company  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Rio Debt Holdings (Ireland) Limited  
Sall, Mohammed A.  
Sealink Funding Ltd.  
State of Ohio  
Stichting Pensioenfond ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
The Western and Southern Life Insurance Company  
Thrivent Balanced Fund  
Thrivent Balanced Portfolio  
Thrivent Bond Index Portfolio  
Thrivent Core Bond Fund  
Thrivent Financial Defined Benefits Plan Trust  
Thrivent Financial for Lutherans  
Thrivent Income Fund  
Thrivent Limited Maturity Bond Fund  
Thrivent Limited Maturity Bond Portfolio  
U.S. Central Federal Credit Union  
West Virginia Investment Management Board  
Western Corporate Federal Credit Union  
Western-Southern Life Assurance Company

**U.S. Trustee's Office (Region 2 Trial Attorneys)**

Davis, Tracy Hope  
Driscoll, Michael  
Gasparini, Elisabetta  
Golden, Susan  
Khodorovsky, Nazar  
Masumoto, Brian S.  
Morrissey, Richard C.  
Nakano, Serene  
Riffkin, Linda A.  
Schwartz, Andrea B.  
Schwartzberg, Paul K.  
Velez-Rivera, Andy  
Zipes, Greg M.

**Bankruptcy Judges (New York)**

Bernstein, Stuart M.  
Chapman, Shelley C.  
Drain, Robert  
Gerber, Robert E.

Glenn, Martin  
Gonzalez, Arthur J.  
Gropper, Allan L.  
Lane, Sean H.  
Lifland, Burton R.  
Morris, Cecelia G.  
Peck, James M.

**District Court Judges (New York)**

Baer, Harold  
Batts, Deborah A.  
Berman, Richard M.  
Briccetti, Vincent L.  
Buchwald, Naomi Reice  
Carter, Andrew L.  
Castel, P. Kevin  
Cedarbaum, Miriam Goldman  
Cote, Denise L.  
Crotty, Paul A.  
Daniels, George B.  
Duffy, Kevin T.  
Engelmayer, Paul A.  
Forrest, Katherine B.  
Gardephe, Paul G.  
Griesa, Thomas P.  
Haight, Charles S.  
Hellerstein, Alvin K.  
Jones, Barbara S.  
Kaplan, Lewis A.  
Karas, Kenneth M.  
Koeltl, John G.  
Marrero, Victor  
McKenna, Lawrence M.  
McMahon, Colleen  
Nathan, Alison J.  
Oetken, J. Paul  
Owen, Richard  
Patterson, Robert P.  
Pauley, William H.  
Preska, Loretta A.  
Rakoff, Jed S.  
Ramos, Edgardo  
Sand, Leonard B.  
Scheindlin, Shira A.  
Seibel, Cathy  
Stanton, Louis L.  
Stein, Sidney H.  
Sullivan, Richard J.  
Swain, Laura Taylor  
Sweet, Robert W.  
Wood, Kimba M.

**Depositing Banks**

Ally Bank  
Bank of America, N.A.  
Bank of New York Mellon  
Citibank, N.A.  
Deutsche Bank Trust Company Americas  
JPMorgan Chase Bank, N.A.

M&T Bank  
State Street Bank and Trust Company  
U.S. Bank National Association  
Wachovia Bank, National Association

**Consultants & Professionals**

Barclays Bank PLC  
Centerview Partners LLC  
Deloitte & Touche  
Evercore  
Fortress Investment Group, LLC  
FTI Consulting, Inc.  
Kirkland & Ellis LLP  
Kurtzman Carson Consultants LLC  
Mayer Brown LLP  
Mercer  
Nationstar Mortgage, LLC  
PricewaterhouseCoopers  
Rubenstein Associates, Inc.  
Sidley Austin LLP  
Skadden, Arps, Slate, Meagher & Flom LLP

**HELOC Investors**

5th 3rd bank  
Aurora Loan Services LLC  
Bank One, Texas N.A.  
Deutsche Bank National Trust Co.  
Everbank  
JP Morgan Chase  
Macquarie Mortgages USA Inc  
Suntrust  
The Bank of New York Mellon  
Treasury Bank, N.A.  
Us Bank, N.A.  
Wachovia Bank Na  
Wells Fargo Bank, N.A.

**Servicing Counterparties**

**Government Entities and GSEs**

Federal Home Loan Mortgage Corporation (Freddie Mac)  
Federal Housing Administration (FHA)  
Federal National Mortgage Association (Fannie Mae)  
Government National Mortgage Association (Ginnie Mae)

**Housing and Local Agencies**

California Housing Finance Agency  
CitiMortgage, Inc., as administrator for Texas Veterans Land Board  
Connecticut Housing Finance Authority  
Delaware Housing Authority  
Hawaii Housing (Hula Mae)  
Housing Opportunities Commission of Montgomery County, Maryland  
Mississippi Home Corporation  
Neighborhood Housing Services of America and

Philadelphia N.H.S.  
Oregon Housing and Community Services Department  
Redevelopment Authority of the County of Berks Rural Housing  
The Housing and Redevelopment Authority in and for the City of Minneapolis  
The Industrial Commission of North Dakota

**Mortgage and Monoline Insurers**

Ambac  
Assured Guaranty Corp.  
Cuna Mutual Group Mortgage Insurance Company  
FGIC  
Financial Security Assurance Inc  
General Electric Mortgage Insurance Corporation  
Genworth Mortgage Insurance Corporation  
MBIA  
Mortgage Guaranty Insurance Corp.  
PMI Mortgage Insurance Co.  
Radian Asset Assurance Inc.  
Radian Guaranty Inc.  
Republic Mortgage Insurance Company  
Triad Guaranty Insurance Corporation  
United Guaranty Residential Insurance Company

**Trustees**

Bank One, National Association  
BNY Midwest Trust Company  
Chase Bank of Texas, N.A.  
Citibank, N.A.  
Deutsche Bank National Trust Company  
Deutsche Bank Trust Company Americas  
HSBC Bank USA, National Association  
JPMorgan Chase Bank, N.A.  
LaSalle Bank National Association  
Security Pacific National Company  
The Bank of New York Mellon  
U.S. Bank National Association  
US National Association  
Wells Fargo Bank Minnesota, N.A.  
Wells Fargo Bank, National Association  
Wilmington Trust Company

**Other Counterparties to Servicing Agreements**

50 BY 50, LLC  
ABN AMRO Mortgage Group, Inc.  
Access National Mortgage Corporation  
Ace Home Equity Loan Trust, Series 2007-SL3  
ACE Securities Corp.  
ACT Mortgage Capital  
Advantage Bank  
Aegis Mortgage Corporation  
Aegon USA Realty Advisors  
Alliance Bancorp  
Alliance Securities Corp.  
Ally Bank  
Ally Financial Inc.  
Ally Investment Management LLC

Alternative Finance Corporation  
Amalgamated Bank of New York  
American Equity Mortgage, Inc.  
American Home Mortgage  
American Home Mortgage Acceptance, Inc.  
American Home Mortgage Investment Trust 2005-2  
American Home Mortgage Investment Trust 2005-4A  
American Home Mortgage Investment Trust 2006-2  
American Home Mortgage Investment Trust 2007-A  
American Home Mortgage Servicing, Inc.  
American Home Mortgage Trust 2004-4  
American Home Mortgage Trust 2005-1  
American Home Mortgage Trust 2005-2  
American Home Mortgage Trust 2005-4A  
American Residential Equities XXVII, LLC  
American Residential Equities, LLC  
Ameriquest Mortgage Company  
Andover Bank  
Arbor Commercial Mortgage, LLC  
Asset Management Holding of South Florida, LLC  
Assured Guaranty Municipal Corp  
Atlantic Financial Federal  
Audobon Savings Bank  
Aurora Loan Services Inc.  
Aurora Loan Services LLC  
Banc of America Funding 2005-3 Trust  
Banc of America Funding 2005-8 Trust  
Banc of America Funding 2006-1 Trust  
Banc of America Funding 2006-4 Trust  
Banc of America Funding Corporation  
Banc of America Mortgage Capital Corporation  
Bancap  
Banco Mortgage Company  
Banco Popular North America  
Bank of America, National Association  
Bank of Hawaii  
Bank One, Texas, N.A.  
Bank Rhode Island  
Bank United, FSB  
Bankatlantic, A Federal Savings Bank  
Bankers Saving  
Bankers Trust Company  
Banknorth Mortgage  
Bay Atlantic Federal Credit Union  
Bay Financial Savings Bank, FSB  
Bayrock Mortgage Corporation  
Bayview Acquisitions, LLC  
Bayview Financial Asset Trust  
Bayview Financial Property Trust  
Bayview Financial Securities Company, LLC  
Bayview Financial Trading Group, L.P.  
Bayview Financial, L.P.  
Bear Stearns Asset Backed Securities I, LLC  
Bear Stearns Mortgage Capital Corporation  
Bear Stearns Second Lien Trust 2007-1  
Bear Stearns Second Lien Trust 2007-SV1  
Bell Federal Savings and Loan Association

BellaVista Funding Corporation  
Belvedere Trust Finance Corporation  
Bluebonnet Savings Bank FSB  
BMMZ Holdings LLC  
Broadway Federal Bank, FSB  
Brothers Bank, FSB  
Butte Savings and Loan Association  
Caliber Funding, LLC  
California Banking Association  
California Federal Bank, FSB  
California Public Employees' Retirement System  
Cambridge Place Collateral Management LLC  
Canada Mortgage Acceptance Corporation  
Capital Crossing Bank  
Capitol Federal Savings and Loan Association  
Capstead Mortgage Corporation  
CDC Mortgage Capital Inc. (Natixis)  
Cenfed Bank, a Federal Savings Bank  
Cenlar FSB  
CenterState Bank of Florida, N.A.  
Central Bank of Jefferson County, Inc.  
Century Bank, FSB  
CFX Bank  
Charter One Bank, FSB  
Charter One Bank, N.A.  
Chase Manhattan Mortgage Corporation  
Chemical Mortgage Company  
Citi Financial Mortgage Co., Inc  
Citibank (West), FSB  
Citigroup Global Markets Realty Corp.  
Citigroup Mortgage Loan Trust Inc.  
CitiMortgage, Inc.  
Citizens Bank of Connecticut  
Citizens Bank of Massachusetts  
Citizens Bank of New Hampshire  
Citizens Bank of Pennsylvania  
Citizens Bank, N.A.  
Citizens Federal Bank, FSB  
Clayton Fixed Income Services Inc.  
Clayton National, Inc.  
CMC Investment Partnership  
Coastal Banc Capital Corporation  
Coastal Banc SSB  
Coastal States Mortgage Corporation  
Collective Federal Savings Bank  
Colonial Mortgage Service Company  
Comerica Bank  
Community Lending, Incorporated  
Communityone Bank, N.A.  
ComUnity Lending, Incorporated  
Copperfield  
Core, Cap Inc.  
Corona Asset Management III, LLC  
Countrywide Bank, N.A.  
Countrywide Home Loans Servicing, LP  
Countrywide Home Loans, Inc.  
Credit Suisse First Boston Mortgage Securities Corp.  
CSX

CTCE Federal Credit Union  
CTX Mortgage Company, LLC  
DB Structured Products, Inc.  
Deutsche Alt-A Securities, Inc.  
Deutsche Bank AG New York Branch  
Deutsche Mortgage Securities, Inc.  
DLJ Mortgage Acceptance Corp.  
DLJ Mortgage Capital, Inc.  
Dollar Bank, FSB  
Drawbridge Consumer Funding Ltd  
Dynex Securities Corporation  
E\*Trade Bank  
E\*Trade Mortgage  
E\*Trade Wholesale Lending Corp.  
EAB Mortgage Company, Inc.  
EMC Mortgage Corporation  
Empire Mortgage X, Inc.  
Encore Bank and National Association  
Encore Savings Bank  
Erie Savings Bank  
Eurekabank  
EverBank  
Fairbanks Capital Corp.  
Fairfax Savings Bank  
Family Bank, FSB  
Family Lending Services, Inc.  
FBS Mortgage Corporation  
Federal Home Loan Bank of Atlanta  
Federal Trust Bank, FSB  
Fidelity Federal Bank  
Fidelity Savings and Loan  
Fifth Third Bank  
Financial Asset Securities Corp.  
First Bank Incorporated  
First Bank, Inc.  
First Cap Holdings, Inc.  
First Citizens Bank and Trust Company  
First Citizens Mortgage Company  
First Community Bank N.A.  
First Federal of Michigan  
First Federal Savings and Loan Association of  
Storm Lake  
First Guaranty Mortgage Corporation  
First Horizon Home Loan Corporation  
First Indiana Bank  
First Internet Bank of Indiana  
First Massachusetts Bank, N.A.  
First National Bank and Trust Company  
First National Bank of Arizona  
First National Bank of El Dorado  
First Nationwide Mortgage Corporation  
First NLC  
First Rate Capital Corporation  
First Savings Mortgage Corporation  
First Tennessee Bank National Association  
First Tennessee Capital Assets Corporation  
First Trust Savings Bank  
First Union National Bank  
First-Citizens Bank & Trust Company

Firsttrust Bank  
Fleet National Bank  
Flex Point Funding Corporation  
Flick Mortgage Investors, Inc.  
FNBA  
Fortress Credit Corp.  
FPA Corporation  
Franklin Bank, SSB  
Franklin Credit  
Franklin Credit Management Corporation  
Gateway Credit Union  
Gateway Funding Diversified Mortgage Services,  
LP  
GE Capital Consumer Card Co.  
GE Mortgage Services, LLC  
Geneva Mortgage Corporation  
Germantown Savings Bank  
Gibraltar Savings Association  
Ginn Financial Services, LLC  
Goldman Sachs Mortgage Company  
Gonzalo Residential Asset Trust  
Great American First Savings Bank  
Great American Savings Bank  
Green Planet Servicing, LLC  
Green Tree Servicing LLC  
GreenPoint Mortgage Funding Trust 2005-HE4  
GreenPoint Mortgage Funding Trust 2006-HE1  
GreenPoint Mortgage Funding, Inc.  
Greenwich Capital Acceptance, Inc.  
Greenwich Capital Financial Products, Inc.  
Greenwich Universal Portfolio  
GS Mortgage Securities Corp.  
GSAA Home Equity Trust 2005-9  
GSMPS Mortgage Loan Trust 2005-LT1  
GSR Mortgage Loan Trust 2006-AR2  
GSR Trust 2007-HEL1  
Guardian Savings Bank  
Hanover Capital Mortgage Holdings, Inc.  
HarborView Mortgage Loan trust 2004-10  
Healthcare Employees Federal Credit Union  
Home Equity Loan Trust 2005-HS2  
Home Equity Loan Trust 2006-HSA2  
Home Equity Loan Trust 2006-HSA3  
Home Equity Loan Trust 2006-HSA5  
Home Equity Loan Trust 2007-HSA1  
Home Equity Loan Trust 2007-HSA3  
Home Federal Savings & Loan Association of  
Rome, Ga.  
Home Loan Corporation  
Home Loan Series 09-2028  
HomeBanc Mortgage  
HomEq Servicing Corporation  
Horsham Funding Inc.  
HSI Asset Securitization Corporation  
Hudson & Keyse, LLC  
Hudson City Savings Bank  
Huntington Federal Savings & Loan Association  
Hyperion Capital Group LLC  
IMPAC CMB Trust Series 2005-6

IMPAC Funding Companies  
IMPAC Funding Corporation  
IMPAC Mortgage Holdings, Inc.  
IMPAC Secured Assets Corp.  
Imperial Credit Industries, Inc.  
Independent Bank East Michigan  
IndyMac Bank, FSB (now OneWest Bank, FSB)  
IndyMac MBS, Inc.  
IndyMac Mortgage Holdings, Inc.  
ING Bank, FSB  
Investment Capital Group  
Irwin Union Bank and Trust Company  
Ixis Real Estate Capital Inc  
Jackson Federal Bank  
Just Mortgage, Inc.  
Kaiser Federal Bank  
Keystone Nazareth Bank & Trust Company  
Kidder Peabody Mortgage Capital Corporation  
Lacera  
Lebank  
Lehman Brothers Bank, FSB  
Lehman Brothers Holdings Inc.  
Lehman Capital, a division of Lehman Brothers  
Holdings Inc.  
Liberty Home Lending, Inc.  
Liberty Savings Bank, FSB  
Linden Assemblers Federal Credit Union  
Litton Loan Servicing, LP  
LNV Corporation  
Loan Center of California  
Loan Link Financial Services  
Local #38 and Associates Credit Union  
Lomas Mortgage USA, Inc.  
Los Angeles County Employees Retirement  
Association  
Los Angeles Federal Savings  
LPP Mortgage Ltd.  
Luminent Mortgage Capital, Inc.  
Lydian Private Bank  
Macquarie Mortgage Funding Trust 2007-1  
Macquarie Mortgages USA, Inc.  
MAIA Mortgage Finance Statutory Trust  
Marine Bank  
Market Street Mortgage Corporation  
Massachusetts Mutual Life Insurance Co.  
Matrix Capital Bank  
MB Financial Bank N.A.  
Medway Savings Bank  
Mellon Bank  
Mellon/McMahon Real Estate Advisors Inc.  
Merck Sharp & Dohme Federal Credit Union  
Mercury Mortgage Finance Statutory Trust  
Meridian Mortgage Corporation  
Merrill Lynch Bank & Co.  
Merrill Lynch Hunton Paige  
Merrill Lynch Mortgage Capital Inc.  
Merrill Lynch Mortgage Holdings, Inc.  
Merrill Lynch Mortgage Investors, Inc.  
Merrill Lynch Mortgage Lending, Inc.

Metlife Bank, N.A.  
Metrocities Mortgage Corp., LLC  
Metropolitan Life Insurance Company  
Mid America Bank, FSB  
MidFirst Bank  
Midland Financial Savings and Loan Association  
Mint I, LLC  
Mint II, LLC  
Money Bank Investment Corporation  
Monterey I Holdings  
Morgan Stanley Capital I Inc.  
Morgan Stanley Mortgage Capital Inc.  
Morgan Stanley Mortgage Loan Trust 2005-3AR  
Mortgage Asset Securitization Transactions, Inc.  
Mortgage Asset Securitization Trust  
Mortgage Interest Networking Trust II  
Mortgage Investors Corporation  
MortgageIT Holdings Inc.  
MortgageIT Securities Corp.  
MortgageIT Trust 2005-4  
MortgageIT, Inc  
MRF 3 LLC  
Mrit Securities Corporation  
Mutual Savings & Loan Association of Charlotte,  
N.C.  
Mutual Savings Bank  
National Bank of Commerce  
NETBANK  
Network Funding L.P.  
Neuwest Equity Partners  
New Century Mortgage Securities, Inc.  
New Cumberland Federal Credit Union  
New Penn Financial, LLC  
New York Life Insurance and Annuity Corporation  
New York Life Insurance Company  
Nomura Asset Acceptance Corporation  
Nomura Credit & Capital, Inc.  
Nomura Home Equity Loan, Inc.  
North Jersey Federal Credit Union, Inc.  
Northwest Funding, Inc.  
Northwestern National Bank of Minneapolis  
Norwest Bank Minnesota, National Association  
Norwest Mortgage, Inc.  
Ocwen Federal Bank FSB  
Ocwen Loan Servicing, LLC  
Ohio Savings Bank  
Opteum Financial Services, LLC  
Option One Mortgage Corporation  
Paine Webber Real Estate Securities Inc.  
Parkside Lending, LLC  
Parkvale Savings Bank  
Paul Financial, LLC  
People Savings Bank, Inc., SSB  
Peoples Heritage Savings Bank  
PHH Mortgage  
Philadelphia Federal Credit Union  
Pinnacle Capital Mortgage Corporation  
Pinnacle Financial Corporation  
Plaza Home Mortgage, Inc.

PMC Bancorp  
PNC Bank, N.A.  
PNC Mortgage Securities Corp.  
Pomona First Federal Bank and Trust  
Principal Asset Markets, Inc.  
Principal Bank  
Principal Mutual Life Insurance Company  
Private Capital Group  
Quaker City Bank  
Quicken Loans Inc.  
RBS Citizens, National Association  
Real Time Resolutions, Inc.  
Real Time Solutions  
Realty Mortgage Corporation  
Redlands Federal Bank, FSB  
Redwood Trust, Inc.  
Reliance Federal Credit Union  
Residential Mortgage Assistance Enterprise, LLC  
Resolution Capital Advisors, LLC  
Ridgewood Savings Bank  
Riggs Bank N.A.  
Rochester Community Savings Bank  
Roosevelt Management Company, LLC  
RWT Holdings, Inc.  
Ryland Acceptance Corporation Four  
SACO I Trust 2005-GP1  
SACO I Trust 2006-8  
Salomon Brothers Realty Corp.  
Saxon Mortgage Funding Corporation  
Sea Breeze Financial Services, Inc.  
Sebring Capital  
Secured Bankers Mortgage Company  
Security National  
Security Pacific National Bank  
Select Portfolio Servicing Inc.  
Sequoia Funding Trust  
Sequoia Residential Funding, Inc.  
Shearson Lehman Government Securities, Inc.  
Shellpoint Mortgage LLC  
Sierra Pacific Mortgage, Inc.  
Silver State Financial Services, Inc.  
Silvergate Bank  
Skyline Financial Corp.  
SMFC Funding Corporation  
SN Servicing Corporation  
SNBOA, LLC  
Southbank  
Southern Pacific Thrift and Loan Association  
SouthStar Funding, LLC  
Southwest Savings and Loan Association  
Sovereign Bank, FSB  
Specialized Loan Servicing LLC  
St. Paul Federal Bank for Savings  
Stanwich Mortgage Acquisition Company, LLC  
Sterling Savings Bank  
Steward Financial, Inc.  
Stonebridge Bank  
Structured Asset Mortgage Investments II Inc.  
Structured Asset Mortgage Investments, Inc.

Structured Asset Securities Corporation  
Structured Mortgage Investments II Inc.  
Summit Savings & Loan Association  
Suntrust Asset Funding, LLC  
Superior Bank  
Susquehanna Bank  
Syncora Guarantee Inc.  
Taylor, Bean Whitaker  
TCF National Bank  
TCIF, LLC  
TeleBank  
Terwin Advisors LLC  
Terwin Mortgage Trust 2006-6  
Terwin Securitization LLC  
The Canada Trust Company  
The Chase Manhattan Bank  
The First Boston Corporation  
The First National Bank of Glens Falls  
The Frost National Bank  
The Mortgage Store Financial, Inc.  
The New York Mortgage Company, LLC  
The Travelers Indemnity Company  
The Winter Group  
Treasury Bank, N.A.  
Tri Counties Bank  
Tri Country Area Federal Credit Union  
Truman Capital Securitization LLC  
UBS Real Estate Securities Inc.  
UBS Warburg Real Estate Securities Inc.  
UBS Warburg, LLC  
United Capital Mortgage, LLC  
United Federal Savings Bank  
United Financial Mortgage Corporation  
United Savings Association of Texas, FSB  
Unity Bank  
Universal Master Servicing, LLC  
US Bank Home Mortgage  
USAA Federal Savings Bank  
Valley Independent Bank  
Vermont Mortgage Group, Inc.  
Wachovia Bank, National Association  
Wachovia Mortgage Corporation  
Walter Mortgage Company  
Washington Mutual Bank  
Washington Mutual Mortgage Securities Corp.  
Webster Bank  
Western Financial Savings Bank, FSB  
WestStar Mortgage, Inc.  
Wilshire Credit Corporation  
Winter Group  
Witmer Funding LLC  
WMCC Clayton / Washington Mutual Bank  
WMD Capital Markets, LLC

**Utilities**

Abovenet Communications Inc.  
AT&T  
AT&T Mobility  
Center Point Energy

CenturyLink  
Cisco Systems Capital Corporation  
City of Eden Prairie  
Comcast  
Dish Network  
Genesys Conferencing  
Global Capacity Group Inc.  
IEX Corporation  
Inova Solutions  
Intercall  
Intervoice Inc.  
Level 3 Communications LLC  
MediaCom  
Micro-Tel Center  
MidAmerican Energy  
Sprint  
Time Warner Cable  
Time Warner Telecom  
Verizon  
Verizon Business  
Verizon California  
Verizon Wireless  
Waste Management  
Waterloo Water Works  
Xcel Energy

Police and Fire Retirement System of the City of  
Detroit  
Sealink Funding Limited  
Steven And Ruth Mitchell  
Stichting Pensioenfonds ABP  
The Charles Schwab Corporation  
The Union Central Life Insurance Company  
Thrivent Financial for Lutherans  
Tiffany Smith  
US Bank  
Wells Fargo & Company  
Wells Fargo Bank N.A  
West Virginia Investment Management Board  
Western & Southern

**Consolidated Top 50 Creditors**

Aegis Usa Inc.  
Alan Gardner  
Allstate Insurance  
Ambac Assurance Corp  
Assured Guaranty Corp.  
BNYMellon  
Boilermaker Blacksmith National Pension Trust  
Brian Kessler, et al  
Cambridge Place Investment Management Inc.  
Credstar  
Deutsche Bank AG, New York  
Deutsche Bank Trust Company Americas  
Don E. Diane M. Patterson  
Donna Moore  
Emortgage Logic  
Federal Home Loan Bank of Boston  
Federal Home Loan Bank of Chicago  
Federal Home Loan Bank of Indianapolis  
Federal Housing Finance Agency  
Financial Guaranty Insurance Co.  
Huntington Bancshares Inc.  
Indecomm Global Services  
Iowa Public Employees Retirement System  
Lehman Brothers Holdings, Inc.  
Loan Value Group  
Massachusetts Mutual Life Insurance Company  
MBIA, Inc.  
Midwest Operating Engineers Pension Trust Fund  
National Credit Union Administration Board  
New Jersey Carpenters Health Fund  
New Jersey Carpenters Vacation Fund  
Orange County Employees Retirement System

**EXHIBIT B**

**Proposed Order**

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X  
In re: : Chapter 11  
:   
Residential Capital, LLC, et al., : Case No. 12-12020 (MG)  
:   
Debtors. : Jointly Administered  
:   
----- X

**ORDER APPROVING RETENTION OF KRAMER LEVIN  
NAFTALIS & FRANKEL LLP AS COUNSEL TO THE  
OFFICIAL COMMITTEE OF UNSECURED  
CREDITORS, *NUNC PRO TUNC* TO MAY 16, 2012**

Upon the application, dated June 27, 2012 (the “**Application**”), of the Official Committee of Unsecured Creditors appointed in the above-captioned cases (the “**Committee**”) for entry of an order (the “**Order**”) authorizing the retention of Kramer Levin Naftalis & Frankel LLP (“**Kramer Levin**”) as attorneys to the Committee effective as of May 16, 2012, as more fully described in the Application; and upon the Declaration of Kenneth H. Eckstein (the “**Eckstein Declaration**”), a member of Kramer Levin, dated June 27, 2012, attached to the Application as Exhibit A; and the Court being satisfied that based on the representations made in the Application and the Eckstein Declaration that Kramer Levin is “disinterested” as such term is defined in section 101(14) of the Bankruptcy Code, as modified by section 1107(b) of the Bankruptcy Code, and as required under section 327(a) of the Bankruptcy Code, and that Kramer Levin represents no interest adverse to the Committee with respect to the matters upon which it is to be engaged; and the Court having jurisdiction to consider the Application and the relief requested therein in accordance with 28 U.S.C. §§ 157 and 1334; and consideration of the Application and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and the Amended Standing Order M-431 of Referral of Cases to Bankruptcy Court

Judges of the District Court for the Southern District of New York, dated January 31, 2012 (Preska, Acting C.J.); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Application having been provided; and a hearing having been held to consider the relief requested in the Application (the “**Hearing**”); and upon the record of the Hearing and all of the proceedings had before the Court; and the Court having found and determined that the relief sought in the Application is in the best interests of the Committee and that the legal and factual bases set forth in the Application establish just cause for the relief granted herein; and after due deliberation and sufficient cause appearing therefor, it is

ORDERED that the Application is granted as provided herein; and it is further

ORDERED that the Committee is authorized to retain Kramer Levin as counsel in these Chapter 11 Cases, *nunc pro tunc* to May 16, 2012, pursuant to Bankruptcy Code §§ 328 and 1103, Bankruptcy Rule 2014(a) and Local Bankruptcy Rule 2014-1, on the terms described in the Application and the Eckstein Declaration, to perform necessary legal services for the Committee; and it is further

ORDERED that payment of Kramer Levin’s fees and expenses shall be made pursuant to the terms described in the Application and the Eckstein Declaration, in accordance with the applicable provisions of the Bankruptcy Code (including Bankruptcy Code §§ 330 and 331), the Federal Rules of Bankruptcy Procedure, the Local Bankruptcy Rules, and the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. Section 330, dated January 30, 1996, and any other applicable procedures and orders of this Court; and it is further

ORDERED that prior to any increases in rates as set forth in paragraph 9 of the Application, Kramer Levin shall file a supplemental declaration with the Court and give ten

business days' notice to the Debtors, the United States Trustee and any official committee, which supplemental declaration shall explain the basis for the requested rate increases in accordance with section 330(a)(3)(F) of the Bankruptcy Code and indicate whether the client has received notice of and approved the proposed rate increase; and it is further

ORDERED that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

ORDERED that the Committee is authorized and empowered to take all actions necessary to implement the relief granted in this Order; and it is further

ORDERED that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Dated: New York, New York  
\_\_\_\_\_, 2012

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Hon. Martin Glenn  
United States Bankruptcy Judge